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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN™ AND CAPTAIN MARVEL™



NOT EVEN
SPIDER-MAN
CAN SAVE YOU!
MARVEL!
NO POWER CAN
MATCH--THE
BASILISK!

***BASILISK.** (a) IN MYTHOLOGY--A SERPENT WHOSE MEREST LOOK WAS FATAL! (b) IN THIS ISSUE--A FOE WHOSE DEADLY EYES CAN TURN A MAN TO STONE!

TWO OF THE WORLD'S MIGHTIEST HEROES, VS.
A POWER SUPERNATURAL!

Stan Lee PRESENTS **SPIDEY and CAPTAIN MARVEL--TOGETHER!!**

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IN CASE YOU DIDN'T KNOW IT, TRUE BELIEVER, THIS IS SPIDER-MAN--DRAMATIC, TRAUMA-TOSSED, TEEN-AGED CHAMPION OF JUSTICE.

THIS, ON THE OTHER HAND, IS RICK JONES: HE IS ALSO TEEN-AGED--HE TOO HAS HIS FAIR SHARE OF TRAUMAS--BUT THERE THE SIMILARITIES END!

FOR, WHILE SPIDER-MAN IS MERELY ONE BEING, RICK JONES SHARES HIS BODY--WITH A WONDROUS WARRIOR FROM THE FAR-FLUNG STARS!

TO PUT IT SUCCINCTLY, TRUE BELIEVER: RICK JONES IS--
CAPTAIN MARVEL!



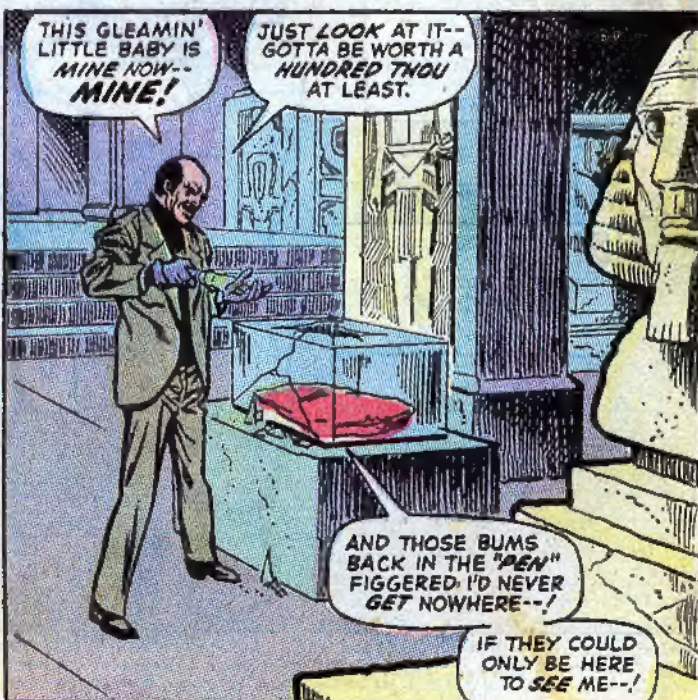
"YOU'RE DOING FINE, RICK--JUST MAKE A LEFT TURN AT THE NEXT CORNER."

YOU'RE THE BOSS, BLONDIE--THOUGH I STILL THINK WE SHOULD'VE BEEN ON OUR WAY TO SAN FRANCISCO BY NOW.

IF THE MENACE YOU SENSE THERE IS AS BAD AS YOU SAY IT IS, WE--

"WE HAVE NO CHOICE, RICK."

**BEWARE THE
BASILISK
MY SON!**





ME--BASIL ELKS--
"BASILISK", THEY
CALLED ME, LIKE
THE LEGENDARY
BEAST--WHOSE
GLANCE COULD TURN
MEN INTO STONE--

--'CAUSE IT WAS SO
FEARSOME--WHILE
I WAS SUCH A
SHLUMP!

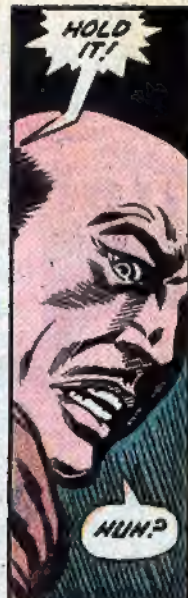
WELL,
LET'S SEE
'EM LAUGH
AT ME
NOW!



I MEAN--I JUST STOLE
THE GRAN'DADDY OF ALL
EMERALDS--

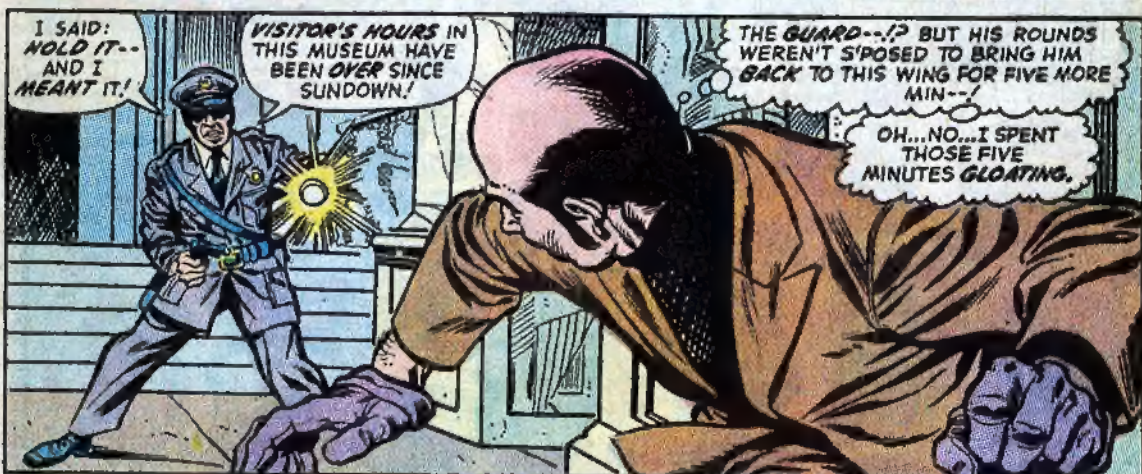
--GLOWING--THROBBING--
PULSATING LIKE IT HAD
A LIFE OF ITS OWN!

WHY, WITH THIS
GEM, I COULD--



HOLD
IT!

HUM?



I SAID:
HOLD IT--
AND I
MEANT IT!

VISITOR'S HOURS IN
THIS MUSEUM HAVE
BEEN OVER SINCE
SUNDOWN!

THE GUARD--!? BUT HIS ROUNDS
WEREN'T S'POSED TO BRING HIM
BACK TO THIS WING FOR FIVE MORE
MIN--!

OH...NO...I SPENT
THOSE FIVE
MINUTES GLOATING.



HE TAKES ME IN--AND IT'S
BACK TO 'STIR' PERMANENTLY--
BACK TO THE JEERS--THE
RIDICULE--!

UH-UH, PAL--
NO CHANCE!
I BEEN A
LOSER TOO
LONG.

AIN'T NOBODY GONNA
LAUGH AT ME AGAIN!

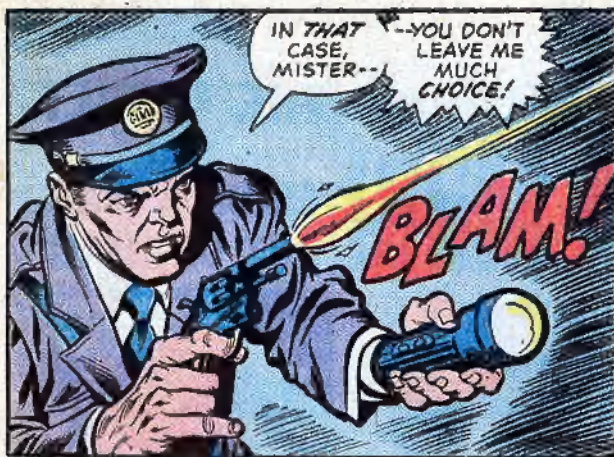


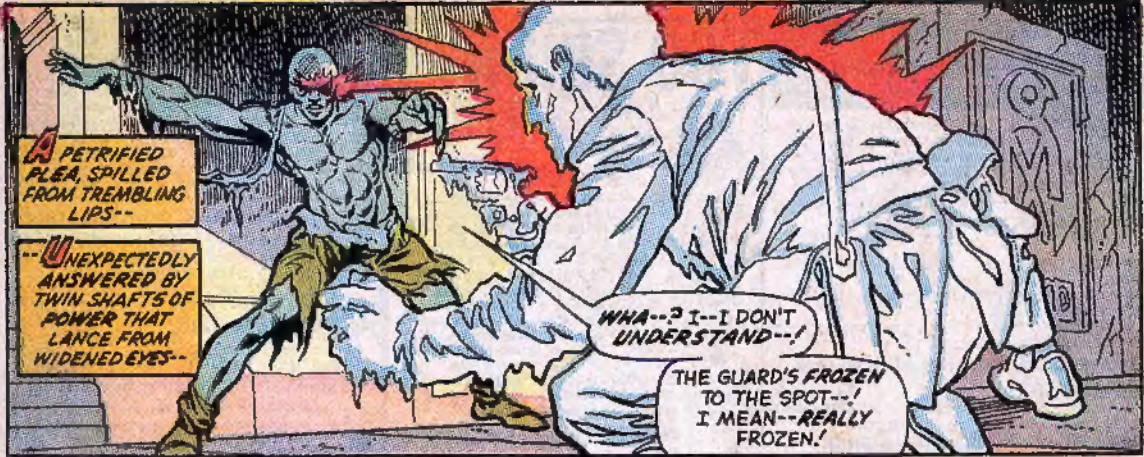
DON'T
DO IT,
MISTER--
I'M
WARNING
YOU--!

YOU PULL
ANYTHING--
AND I'LL
SHOOT!

THEN YOU
BETTER SHOOT,
CHUM.

NOBODY'S EVER
'TAKIN' ME BACK
TO PRISON ALIVE!





A PETRIFIED PLEA, SPILLED FROM TREMBLING LIPS--

--UNEXPECTEDLY ANSWERED BY TWIN SHAFTS OF POWER THAT LANCE FROM WIDENED EYES--

WHA--? I--I DON'T UNDERSTAND--!

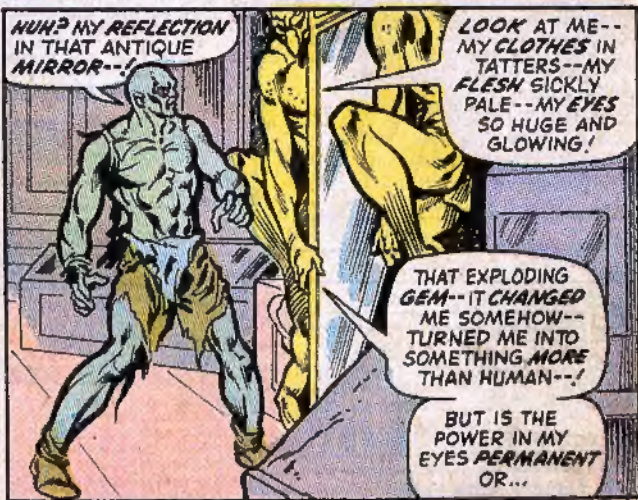
THE GUARD'S FROZEN TO THE SPOT--!
I MEAN--REALLY FROZEN!



MY EYES--?!!

THOSE STRANGE RAYS FROM MY EYES--
THEY ACTED UPON MY PLEA--BUT HOW?

WH--WHAT'S HAPPENED TO ME--?

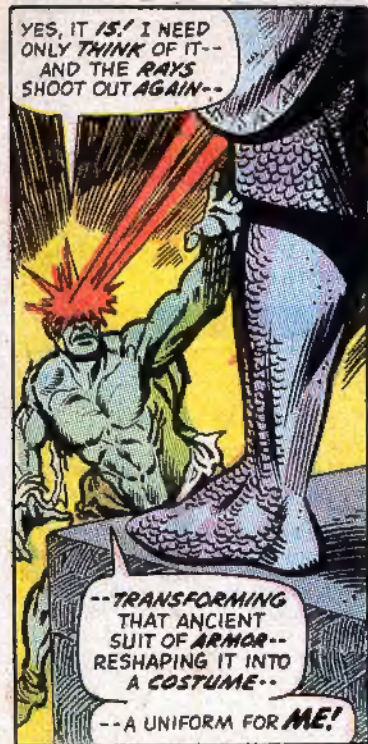


HUM? MY REFLECTION IN THAT ANTIQUE MIRROR--!

LOOK AT ME--
MY CLOTHES IN TATTERS--MY FLESH SICKLY PALE--MY EYES SO HUGE AND GLOWING!

THAT EXPLODING GEM--IT CHANGED ME SOMEHOW--
TURNED ME INTO SOMETHING MORE THAN HUMAN--!

BUT IS THE POWER IN MY EYES PERMANENT OR...



YES, IT IS! I NEED ONLY THINK OF IT--
AND THE RAYS SHOOT OUT AGAIN--

--TRANSFORMING THAT ANCIENT SUIT OF ARMOR--
RESHAPING IT INTO A COSTUME--

--A UNIFORM FOR ME!



FOOLS LAUGHED AT ME IN PRISON--
BUT THEY'LL NEVER LAUGH AGAIN--

--FOR NOW I AM WHAT THEY ALWAYS SAID I WAS--

--NOW I AM TRULY--
THE BASILISK!!

AND IN CASE YOU'RE WONDERING ABOUT A CERTAIN WEB-SLINGER, LET'S SHIFT THE SCENE A HALF-BLOCK NORTH--

SLOW DOWN, PARKER--YOU'VE GOT TEN WHOLE MINUTES TO CATCH THE LAST SHOW.

MAN, AM I LOOKING FORWARD TO THIS. HAVEN'T SEEN A MOVIE IN SO LONG, I PROBABLY COULDN'T TELL CLINT EASTWOOD FROM LINDA LOVELACE.



GUESS MISSING MOVIES IS ONE OF THE DRAWBACKS OF BEING SPIDER-MAN--ONE OF THE LESSER DRAWBACKS.

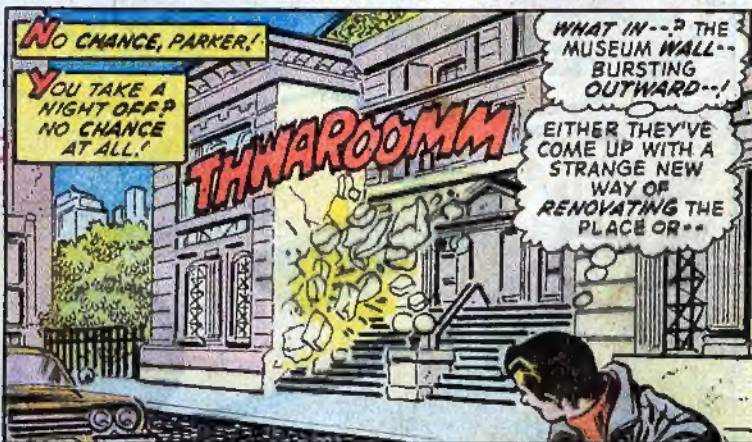
LISTING THE MAJOR ONES WOULD TAKE ME THE REST OF THE--

HOKAY--THAT'S ABOUT ENOUGH OF THAT. I SAID I WAS GONNA TAKE TONIGHT OFF--AND I MEANT IT!

NO MELANCHOLY SOLILOQUIES-- NO SELF-PITY--

NO CHANCE, PARKER!

YOU TAKE A NIGHT OFF? NO CHANCE AT ALL!



WHAT IN--? THE MUSEUM WALL-- BURSTING OUTWARD--!

EITHER THEY'VE COME UP WITH A STRANGE NEW WAY OF RENOVATING THE PLACE OR--



UH HUH-- I KNEW THINGS WERE GOING TOO WELL TO LAST.

POWER! SUDDENLY I SENSE POWER LIKE THAT WHICH MADE ME WHAT I AM--!

SOMEWHERE IN THIS CITY, THERE MUST BE ANOTHER GEMSTONE WAITING TO BE FOUND!

THEN I WILL FIND IT--AND THE BASILISK WILL RULE SUPREME!

THE BASILISK, HUH?

WELL, SO MUCH FOR THE LATE SHOW AT THE BIJOU.

LOOKS LIKE IT'S TIME FOR PETER PARKER TO RETIRE FOR THE NIGHT--



--AND LET SPIDER-MAN PUT ON A LITTLE SHOW OF HIS OWN!

HEY, I'VE
REALLY GOT
COSTUME-
CHANGING
DOWN TO
A SCIENCE.

OL' BASIL-BOY
DIDN'T EVEN HAVE
TIME TO REACH
THE CORNER
WHILE I WAS
SCRAMBLING
AROUND IN THE
BUSHES.

WELL--GUESS
IT'S TIME TO
MAKE MY GRAND
ENTRANCE.

'SCUSE ME, CHUM--BUT
THE FOLKS BACK AT THAT
MUSEUM WANNA TALK
TO YOU!

--AND LORD ONLY
ONLY KNOWS WHAT
ELSE IS INSIDE.

SPIDER-MAN!!

LITTLE MATTER
OF A WALL YOU
WRECKED--

STAY AWAY
FROM ME, FOOL!

YOU DEAL WITH
NO COMMON
BURGLAR NOW--

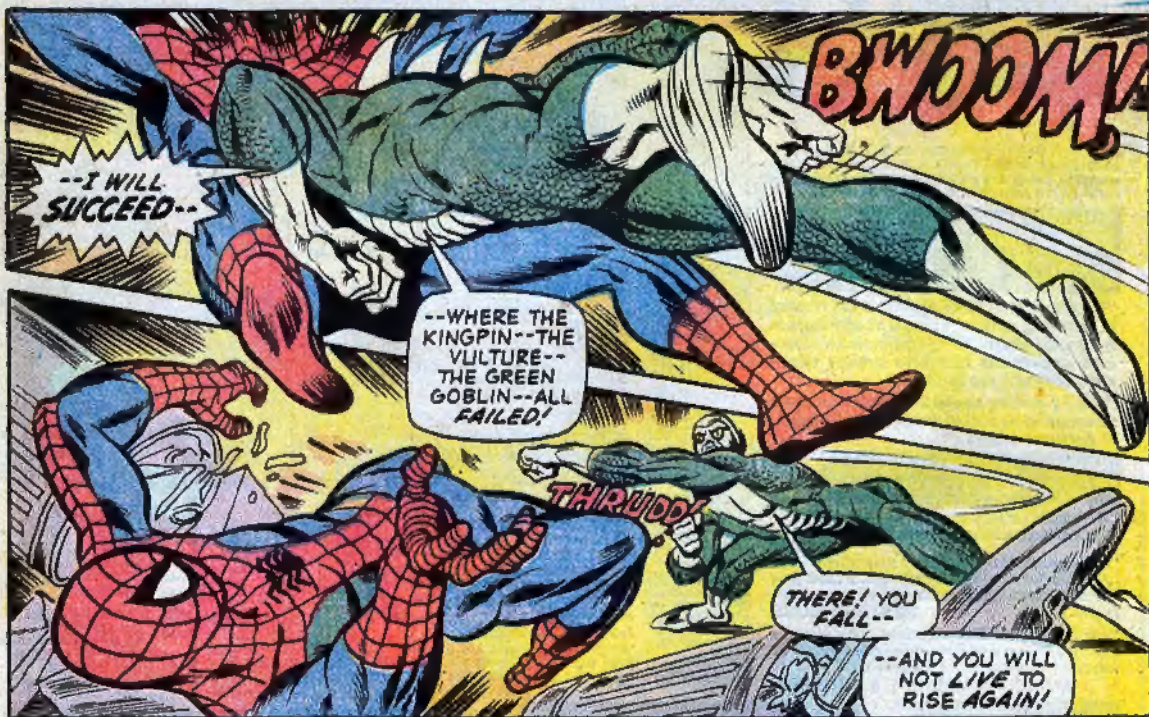
--BUT WITH A BEING
WHOSE SLIGHTEST
GLANCE CAN
DESTROY YOU!

FORGET IT,
CHUCKLES!

DON'T KNOW EXACTLY
WHAT THOSE EYES
OF YOURS CAN DO
TO ME--

THWAMM!

--BUT I DON'T
INTEND TO FIND
OUT THE HARD
WAY!

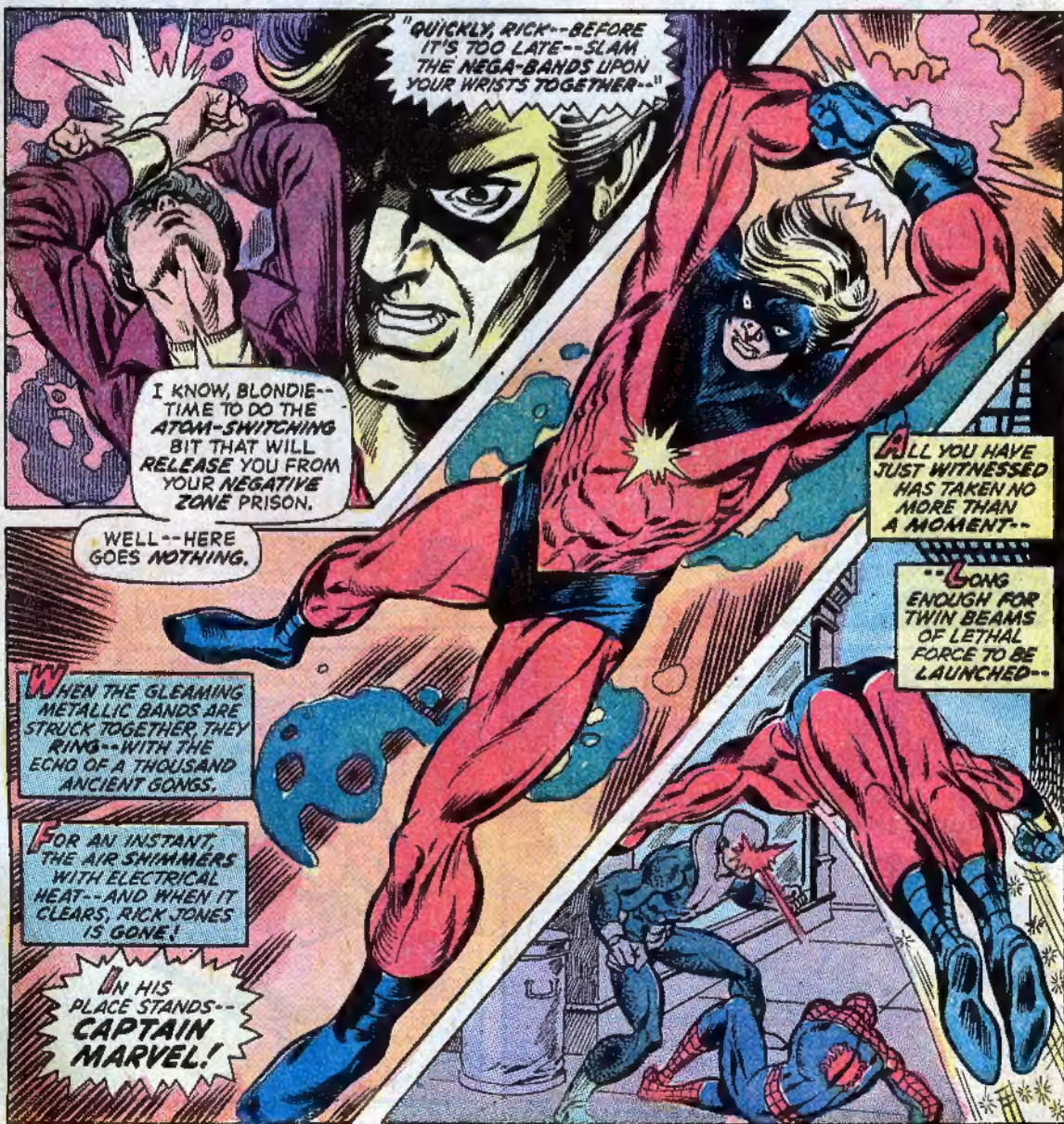


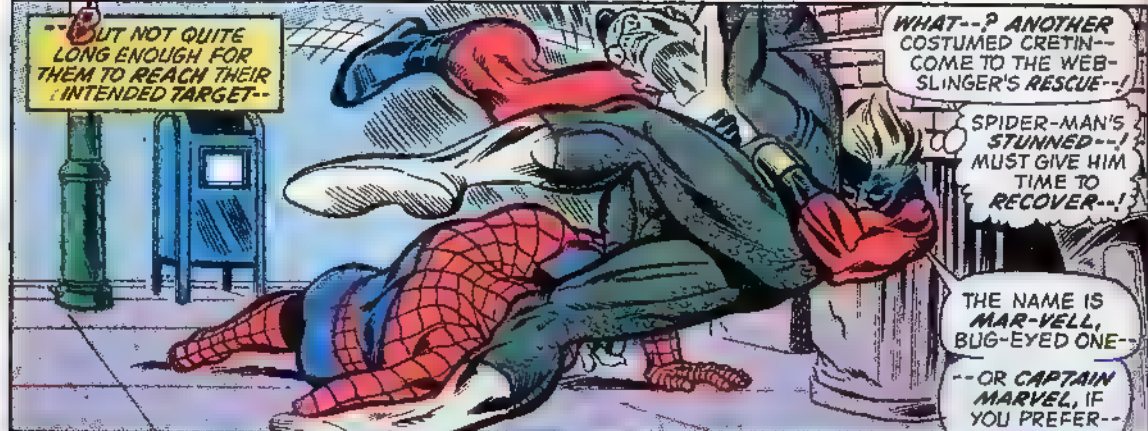
NOW, THROUGH THE MIRACLE OF ARTISTIC LICENSE, WE TAKE YOU BACK IN TIME A MERE FIFTEEN SECONDS--

--AS THE BY-NOW ALMOST-FORGOTTEN RICK JONES ROUNDS A GRIMY STREET CORNER--

--TO DISCOVER--

SPIDER-MAN-- ABOUT TO BE WASTED BY SOME COSTUMED REFUGEE FROM A REPTILE FARM.





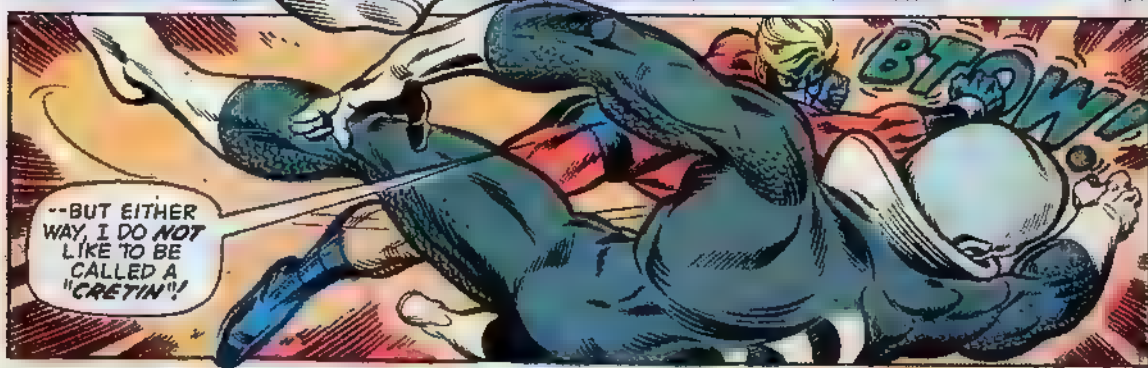
BUT NOT QUITE LONG ENOUGH FOR THEM TO REACH THEIR INTENDED TARGET--

WHAT--? ANOTHER COSTUMED CRETIN--CAME TO THE WEB-SLINGER'S RESCUE--!

SPIDER-MAN'S STUNNED--! MUST GIVE HIM TIME TO RECOVER--!

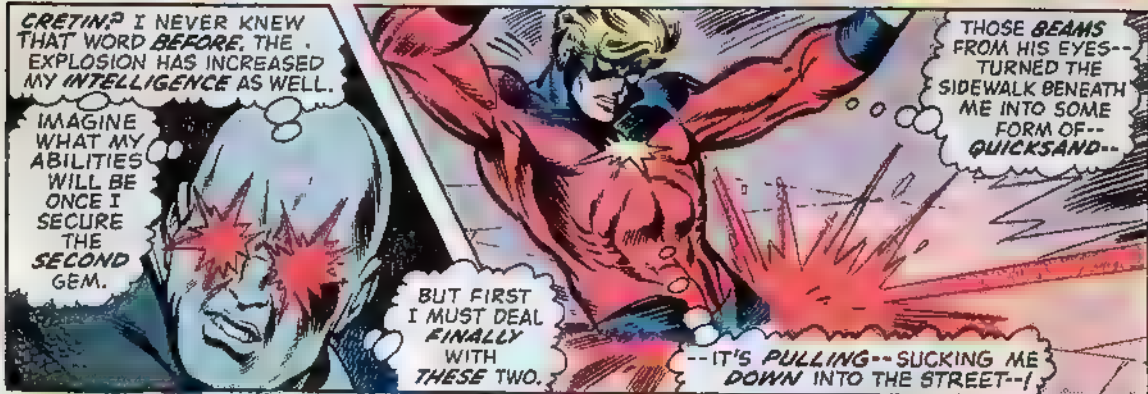
THE NAME IS MAR-VELL, BUG-EYED ONE--

--OR CAPTAIN MARVEL, IF YOU PREFER--



--BUT EITHER WAY, I DO NOT LIKE TO BE CALLED A "CRETIN"!

BLOW!



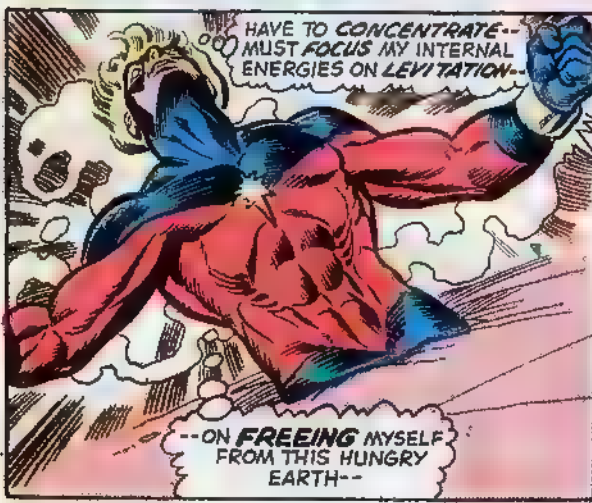
CRETIN? I NEVER KNEW THAT WORD BEFORE. THE EXPLOSION HAS INCREASED MY INTELLIGENCE AS WELL.

IMAGINE WHAT MY ABILITIES WILL BE ONCE I SECURE THE SECOND GEM.

BUT FIRST I MUST DEAL FINALLY WITH THESE TWO.

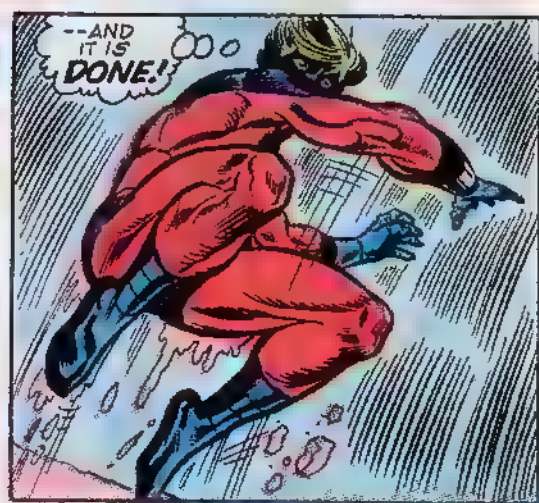
THOSE BEAMS FROM HIS EYES--TURNED THE SIDEWALK BENEATH ME INTO SOME FORM OF--QUICKSAND--

--IT'S PULLING-- SUCKING ME DOWN INTO THE STREET--!

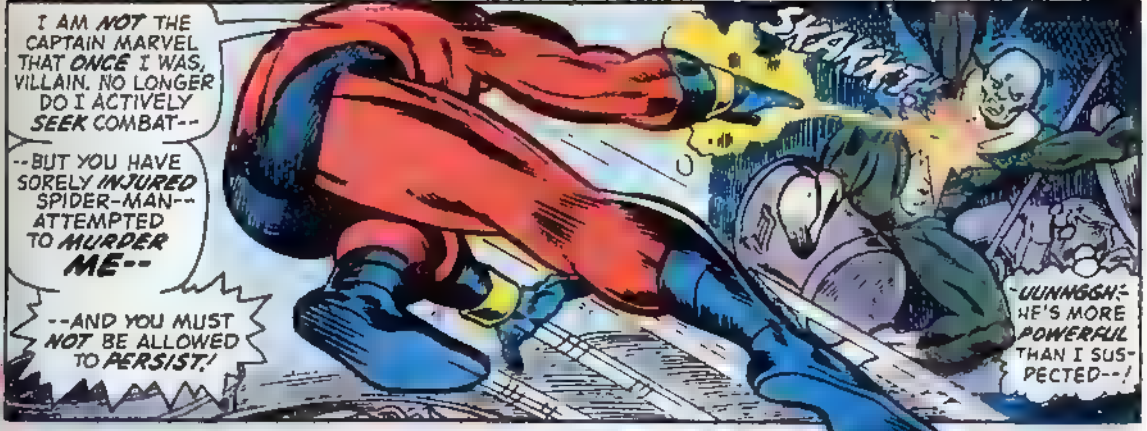


HAVE TO CONCENTRATE-- MUST FOCUS MY INTERNAL ENERGIES ON LEVITATION--

--ON FREEING MYSELF FROM THIS HUNGRY EARTH--



--AND IT IS DONE!



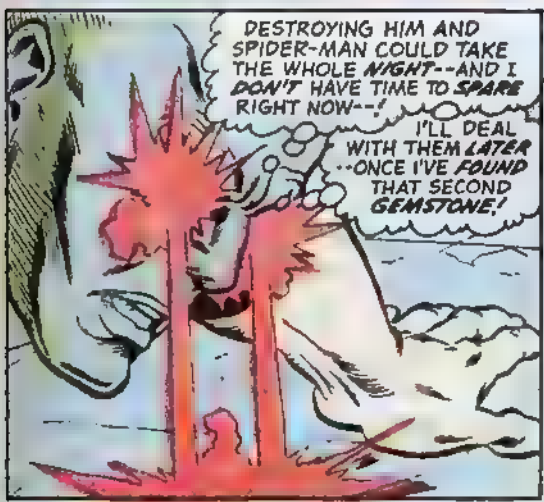
I AM **NOT** THE CAPTAIN MARVEL THAT **ONCE** I WAS, VILLAIN. NO LONGER DO I ACTIVELY SEEK COMBAT--

--BUT YOU HAVE SORELY **INJURED** SPIDER-MAN--ATTEMPTED TO **MURDER** ME--

--AND YOU MUST **NOT** BE ALLOWED TO **PERSIST!**

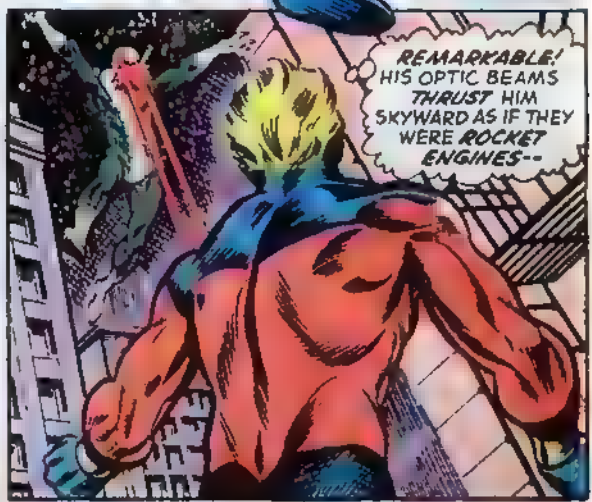
Sparker!

"UUNNGGH-- HE'S MORE **POWERFUL** THAN I SUSPECTED--!"

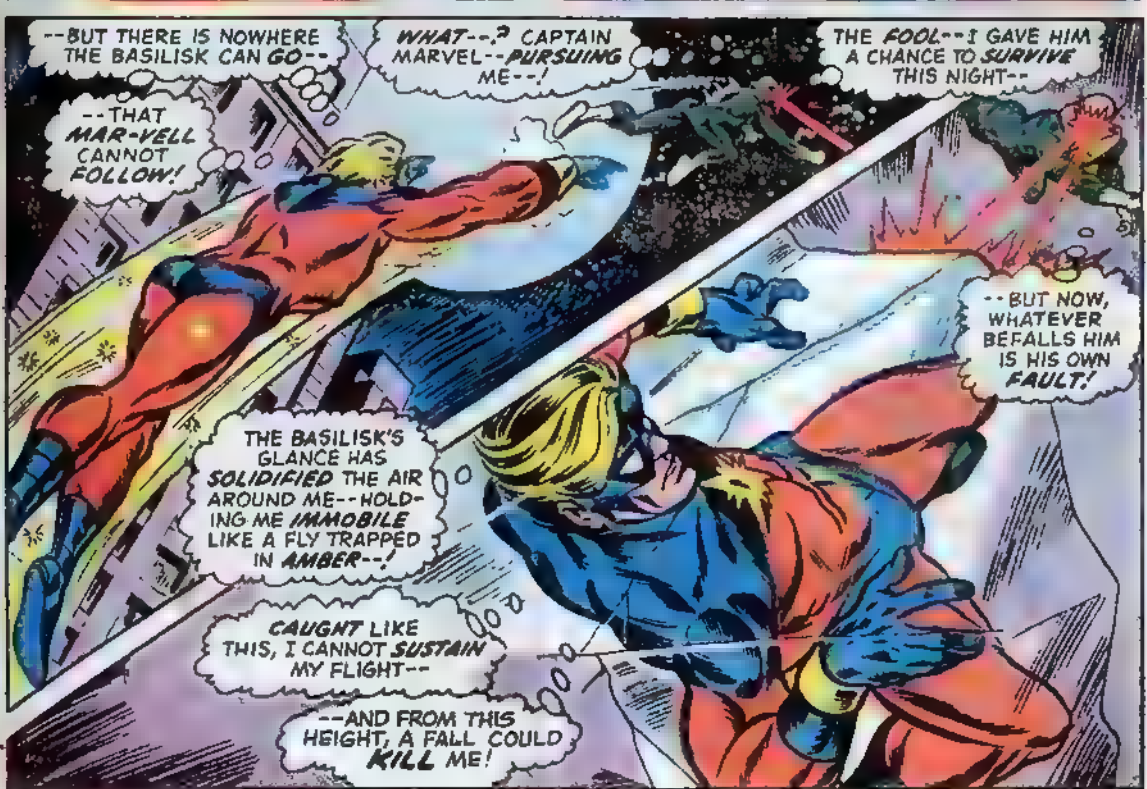


DESTROYING HIM AND SPIDER-MAN COULD TAKE THE WHOLE **NIGHT**--AND I DON'T HAVE TIME TO **SPARE** RIGHT NOW--!

I'LL DEAL WITH THEM **LATER** --ONCE I'VE FOUND THAT **SECOND GEMSTONE!**



REMARKABLE! HIS OPTIC BEAMS **THRUST** HIM SKYWARD AS IF THEY WERE **ROCKET ENGINES**--



--BUT THERE IS NOWHERE THE BASILISK CAN GO--

WHAT--? CAPTAIN MARVEL--**PURSuing** ME--!

THE **FOOL**--I GAVE HIM A CHANCE TO **SURVIVE** THIS NIGHT--

--THAT **MAR-VELL** CANNOT FOLLOW!

THE BASILISK'S GLANCE HAS **SOLIDIFIED** THE AIR AROUND ME--HOLDING ME **IMMOBILE** LIKE A FLY TRAPPED IN **AMBER**--!

--BUT NOW, WHATEVER BEFALLS HIM IS HIS OWN **FAULT!**

CAUGHT LIKE THIS, I CANNOT **SUSTAIN** MY FLIGHT--

--AND FROM THIS HEIGHT, A FALL COULD **KILL** ME!

LIKE A HUGE DEAD WEIGHT,
THE ENTRAPPED FORM OF
THE SPACE-BORN SUPER-HERO
PLUMMETS GROUNDWARD--

--THEN A FAINT
THWIPPING SOUND
FILLS THE AIR--

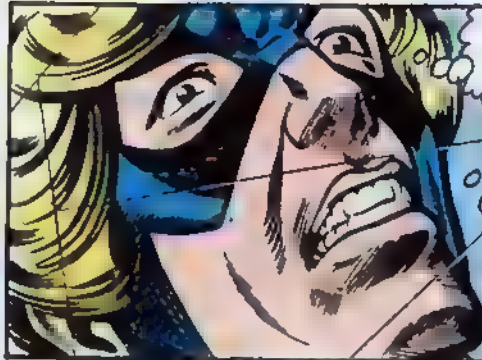
--AND SUDDENLY--

BY THE CODE
OF THE
KREE--!



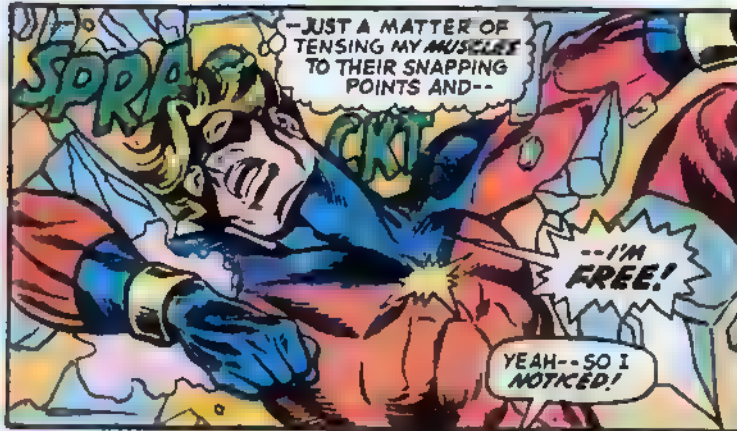
SPIDER-MAN'S
WEBBING HAS
SPUN A NET
ACROSS THE
STREET BELOW
ME--!

HE'S BROKEN
MY FALL--



--BUT BREAKING OUT
OF THIS SUFFOCATING
PRISON IS SOMETHING
ONLY I CAN DO.

NO QUESTION
OF
CONCENTRATION
NOW--NO FOCUSING
OF WILL POWER--



--JUST A MATTER OF
TENSING MY MUSCLES
TO THEIR SNAPPING
POINTS AND--

--I'M
FREE!

YEAH--SO I
NOTICED!

GUESS THAT MAKES US *EVEN* FOR
YOUR SAYING MY *HIDE* A FEW
MINUTES BACK, HERO.

I FEAR I KNOW EXACTLY
WHAT IT IS ABOUT,
SPIDER-MAN.

BY THE WAY--YOU
WOULDN'T HAVE ANY
IDEA WHAT THIS
BASILISK MESS IS
ABOUT, WOULD YA?



LISTEN CLOSELY--AND
I WILL EXPLAIN AS
BEST I CAN...

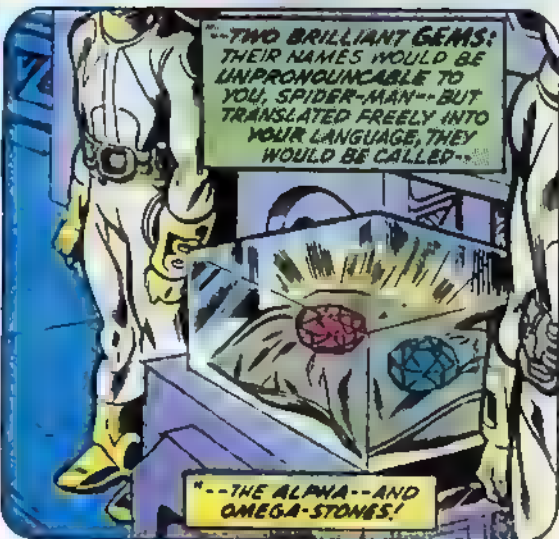
"THE TALE BEGINS COUNTLESS
LIGHT-YEARS FROM THE
WORLD YOU CALL EARTH--



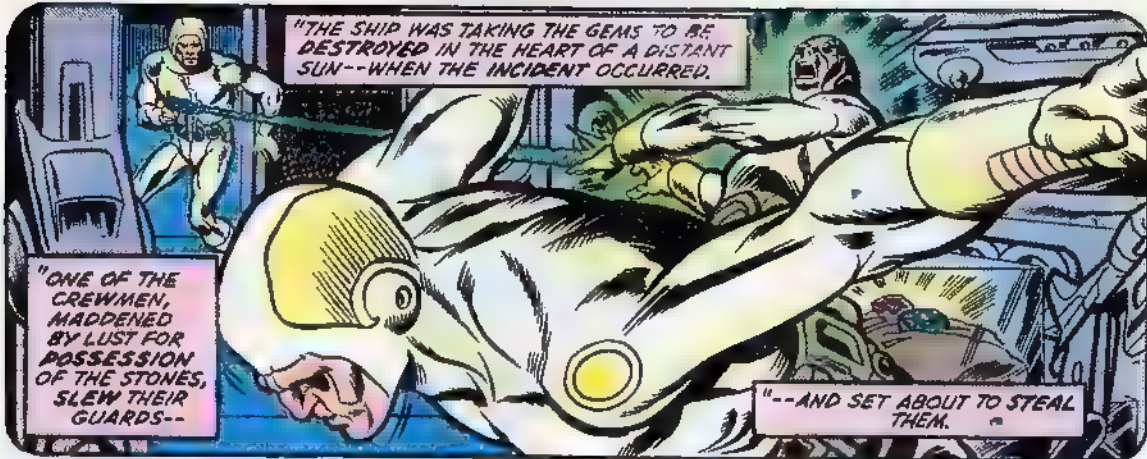
"--DEEP IN THAT SECTOR OF
THE COSMOS RULED BY MY
MOTHER-RACE--THE STAR-
BLESSED KREE.

"IT BEGINS UPON A GREAT GLEAMING SPACE-
CRAFT, HURTLING THRU THE HEAVENS WITH
A MOST DEADLY CARGO--

"--TWO BRILLIANT GEMS:
THEIR NAMES WOULD BE
UNPRONOUNCABLE TO
YOU, SPIDER-MAN--BUT
TRANSLATED FREELY INTO
YOUR LANGUAGE, THEY
WOULD BE CALLED--



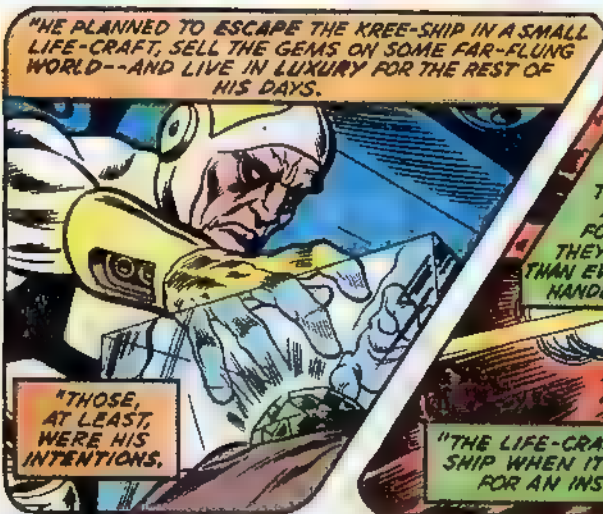
"--THE ALPHA--AND
OMEGA-STONES!



"THE SHIP WAS TAKING THE GEMS TO BE DESTROYED IN THE HEART OF A DISTANT SUN--WHEN THE INCIDENT OCCURRED.

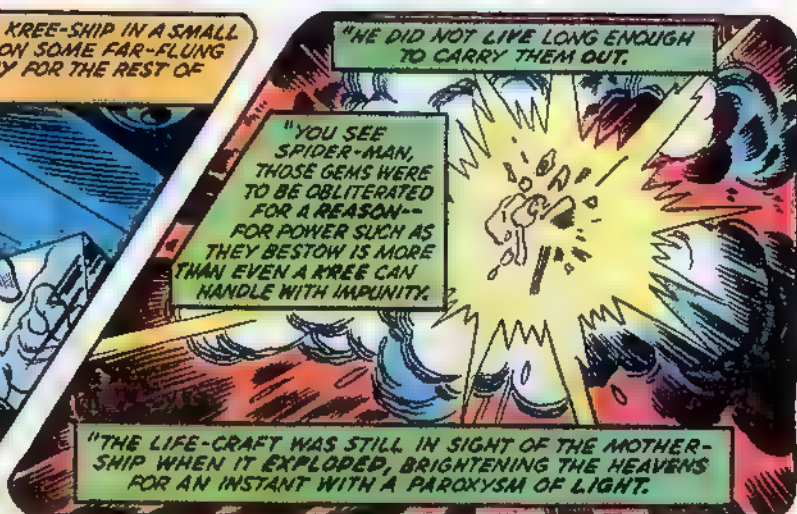
"ONE OF THE CREWMEN, MADDENED BY LUST FOR POSSESSION OF THE STONES, SLEW THEIR GUARDS--

"--AND SET ABOUT TO STEAL THEM.



"HE PLANNED TO ESCAPE THE KREE-SHIP IN A SMALL LIFE-CRAFT, SELL THE GEMS ON SOME FAR-FLUNG WORLD--AND LIVE IN LUXURY FOR THE REST OF HIS DAYS.

"THOSE, AT LEAST, WERE HIS INTENTIONS.



"HE DID NOT LIVE LONG ENOUGH TO CARRY THEM OUT.

"YOU SEE SPIDER-MAN, THOSE GEMS WERE TO BE OBLITERATED FOR A REASON-- FOR POWER SUCH AS THEY BESTOW IS MORE THAN EVEN A KREE CAN HANDLE WITH IMPUNITY.

"THE LIFE-CRAFT WAS STILL IN SIGHT OF THE MOTHER-SHIP WHEN IT EXPLODED, BRIGHTENING THE HEAVENS FOR AN INSTANT WITH A PAROXYSM OF LIGHT.



"THE GEMS WERE THOUGHT DESTROYED --BUT OBVIOUSLY THEY WERE NOT.

"FOR A TIME, THEY MUST HAVE DRIFTED THRU SPACE--THEN, BY THE GREATEST COINCIDENCE, LANDED HERE--

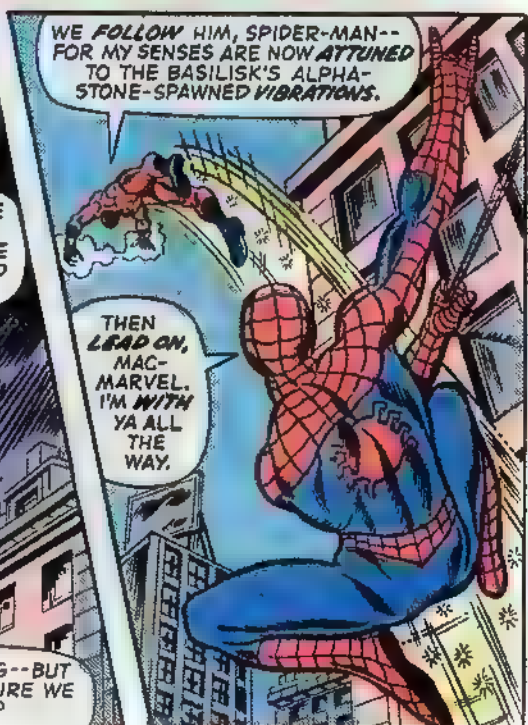
"--UPON YOUR WORLD."



SOMEHOW, A SHORT WHILE AGO, MY KREE-BRED SENSES DETECTED THE PRESENCE OF ONE GEM IN THE MUSEUM NEARBY--THE ALPHA-STONE THAT SUPPLIES THE BASILISK WITH HIS POWER.

APPARENTLY, HE'S GONE IN SEARCH OF THE SECOND GEM--BUT HE MUST NOT BE ALLOWED TO POSSESS IT.

SAYING SO IS ONE THING--BUT JUST WHAT DO YOU FIGURE WE CAN DO ABOUT IT?



WE FOLLOW HIM, SPIDER-MAN-- FOR MY SENSES ARE NOW ATTUNED TO THE BASILISK'S ALPHA-STONE-SPAWNED VIBRATIONS.

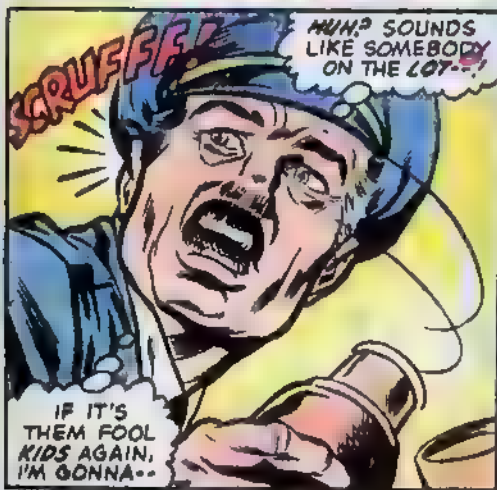
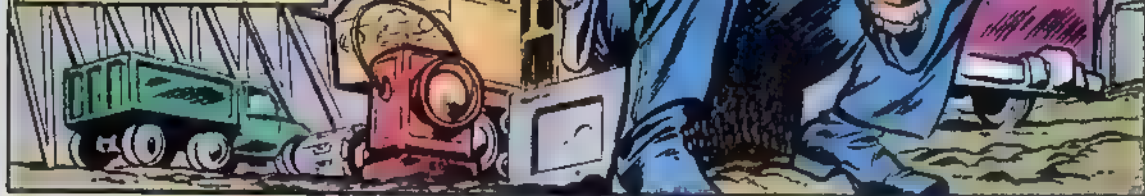
THEN LEAD ON, MAC-MARVEL. I'M WITH YA ALL THE WAY.

TIMELY SCENE SHIFT: FROM THE UPPER WEST SIDE TO THE HEART OF NEW YORK'S FINANCIAL DISTRICT--

SPECIFICALLY, WALL STREET--A CERTAIN QUIET CONSTRUCTION SITE--AND ITS LONELY NIGHT WATCHMAN...

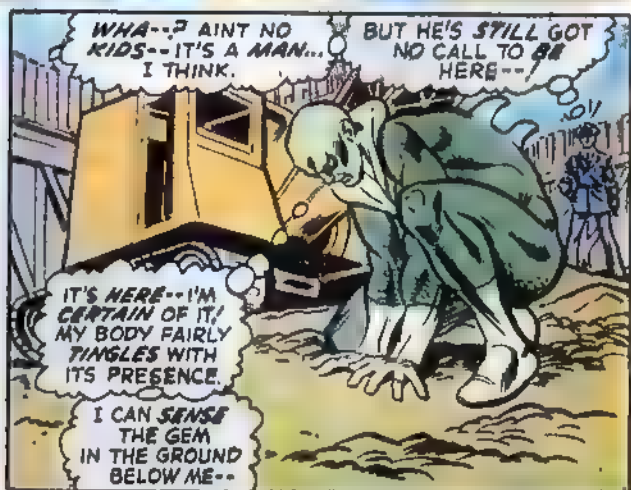
DEAR MARTHA--
MARRIED TO THE
WOMAN FOR 23 YEARS
--AND SHE STILL
DON'T KNOW HOW
TO MAKE COFFEE.

IF THIS
TASTES LIKE
THE BATTERY
ACID SHE
FIXED ME
LAST NIGHT,
I'LL--



WH? SOUNDS
LIKE SOMEBODY
ON THE LOT--

IF IT'S
THEM FOOL
KIDS AGAIN,
I'M GONNA--

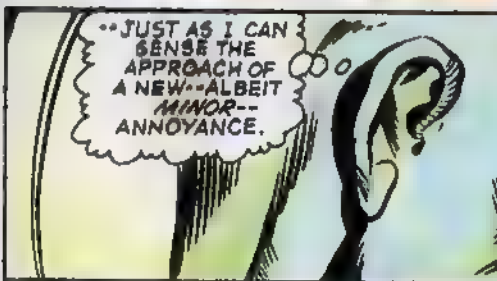


WHA--? AINT NO
KIDS--IT'S A MAN...
I THINK.

BUT HE'S STILL GOT
NO CALL TO BE
HERE--

IT'S HERE--I'M
CERTAIN OF IT!
MY BODY FAIRLY
TINGLES WITH
ITS PRESENCE.

I CAN SENSE
THE GEM
IN THE GROUND
BELOW ME--



--JUST AS I CAN
SENSE THE
APPROACH OF
A NEW--ALBEIT
MINOR--
ANNOYANCE.



THIS IS
PRIVATE
PROPERTY,
MISTER.

JUST MOVE
ALONG
QUIETLY
NOW--AN'
YOU WON'T BE
HARMED.

YOU HARM
ME? PRESUMP-
TUOUS FOOL--



SWEET
SADIE--!
THEM
RAYS FROM
HIS EYES--

SHHUMPSHH!

THEY
MELTED
MY GUN--!



IF THERE IS ANY
HARM TO BE DONE
HERE, OLD MAN--

--IT WILL BE
DONE BY
THE
BASILISK!

NO...
NOOOO!!

TO AVOID OFFENDING YOUR SENSIBILITIES, TRUE BELIEVER, WE'LL TURN AWAY FOR A MOMENT FROM THAT SCENE OF IMPENDING VIOLENCE--

...AND FOCUS ONCE MORE UPON YOU KNOW WHO...

FOR ONE WHO CANNOT FLY, SPIDER-MAN-- YOU SEEM TO HAVE LITTLE TROUBLE PACING ME AT MY GREATEST SPEED.

CHALK IT UP TO PRACTICE, CAPTAIN-- I'VE BEEN DOING THIS FOR A WHILE NOW.

HOW WE DOING REGARDING THE BASILISK?

WELL IT SEEMS, SPIDER-MAN, HIS VIBRATIONS GROW EVER STRONGER.

BUT PRAY WE REACH HIM BEFORE HE LOCATES THE SECOND STONE-- FOR WITH THE POWER HE'LL THEN GAIN, HE COULD EASILY--

--DESTROY THE WORLD! THAT'S WHAT I SHOULD DO ONCE MY EYE-BEAMS EXCAVATE THAT SECOND GEM--

--AND MAKE THOSE WHO'VE SCORNED ME ALL MY LIFE GROVEL AT MY FEET!

--BUT IT WOULD BE SUCH SWEET IRONY FOR ME TO RULE THE WORLD INSTEAD--

IT'S DELICIOUS-- THE PERFECT PLAN--!

NEED WE SAY ANYTHING HERE ABOUT THE BEST-LAID PLANS OF MICE AND BASILISKS...?

THERE HE IS, SPIDER-MAN--!

HE MUST BE-- STOPPED-- BEFORE HE UNEARTHS THE OMEGA-STONE!

THEN WE'D BETTER GET MOVING, MARVEL.

HEADS UP, BASIL-BOY-- YOU'VE GOT YOURSELF SOME COMPANY!

BUT EVEN AS THE WEB-SLINGER SPEAKS, THE ONE CALLED BASILISK IS TURNING HIS JAUNDICED HEAD...

THUNG!

I DON'T KNOW HOW YOU FOUND ME HERE, WALL-CRAWLER--

--BUT YOU'LL NOT LIVE TO INTERFERE WITH MY PLANS!

UH-OH-- HE'S FIRING THOSE COCK-EYED EYE-BEAMS OF HIS AGAIN--

--BUT THEY MISSED ME BY THE PROVERBIAL MILE--

--OR DID THEY?

THOSE RAYS TURNED THE STEEL NECK OF THIS CRANE INTO RUBBER-- BENDING UNDER MY WEIGHT--

--ONLY TO SNAP FORWARD AGAIN LIKE A SLINGSHOT-- SENDING ME SAILING OVER THE CITY--!

IF I DON'T FIND SOMETHING TO SNAG ON TO-- IT'S GONNA BE ONE HECK OF A LANDING!

BUT WHILE THE WEB-SLINGER HURTLES OVER THE ROOFTOPS, HIS STAR-BORN COMPANION HURTLES ACROSS THE LOT...

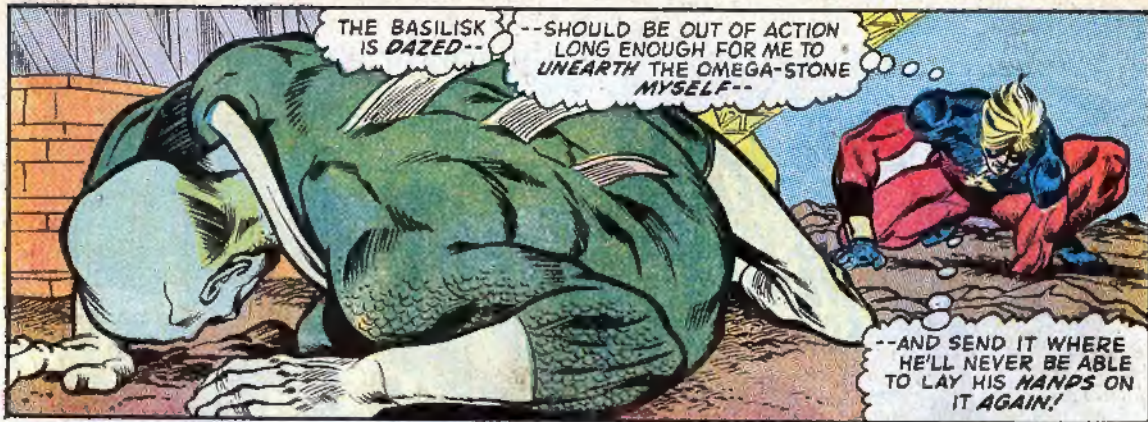
STAND AWAY FROM THAT PIT, BASILISK!

THE OMEGA-STONE IS NOT YOURS TO OWN!

PERHAPS--BUT YOU'LL NEVER STOP ME FROM TAKING IT!

THWAM!

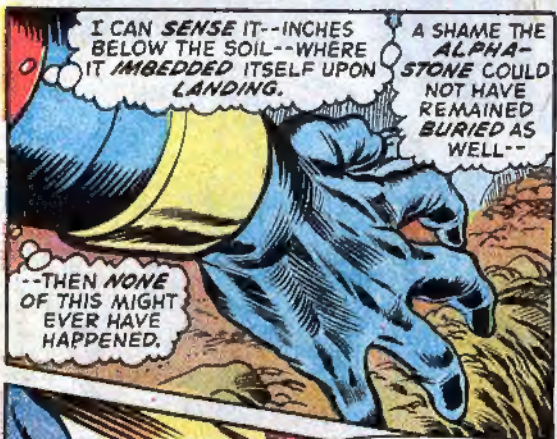
THAT REMAINS TO BE SEEN, VILLAIN!



THE BASILISK IS DAZED--

--SHOULD BE OUT OF ACTION LONG ENOUGH FOR ME TO UNEARTH THE OMEGA-STONE MYSELF--

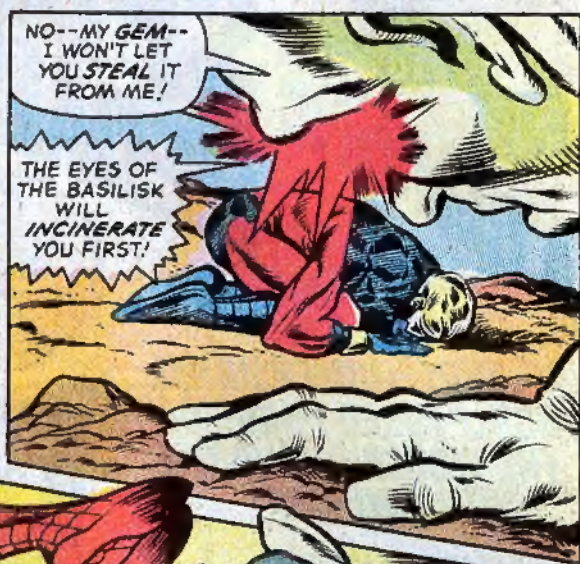
--AND SEND IT WHERE HE'LL NEVER BE ABLE TO LAY HIS HANDS ON IT AGAIN!



I CAN SENSE IT--INCHES BELOW THE SOIL--WHERE IT IMBEDDED ITSELF UPON LANDING.

A SHAME THE ALPHA-STONE COULD NOT HAVE REMAINED BURIED AS WELL--

--THEN NONE OF THIS MIGHT EVER HAVE HAPPENED.



NO--MY GEM-- I WON'T LET YOU STEAL IT FROM ME!

THE EYES OF THE BASILISK WILL INCINERATE YOU FIRST!

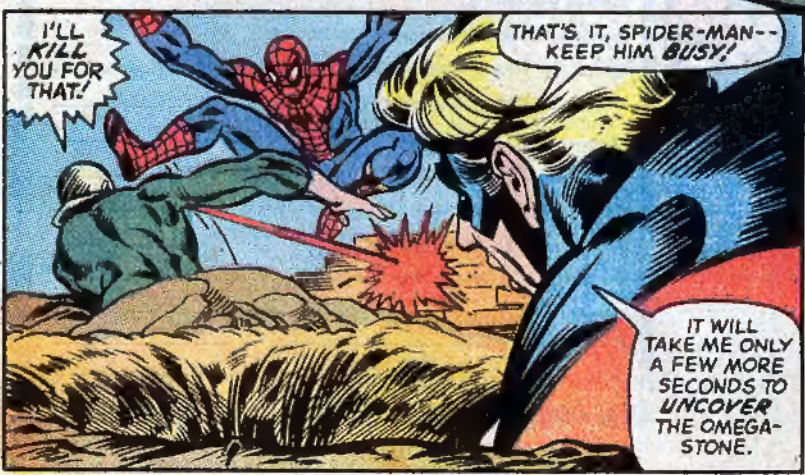


NOW YOU WOULDN'T WANNA DO THAT, BASIL-BOY--

--BURNING SUPER-HEROES ARE ALMOST IMPOSSIBLE TO EXTINGUISH!

ASK JOHNNY STORM IF YOU DON'T BELIEVE ME.

BTOW!

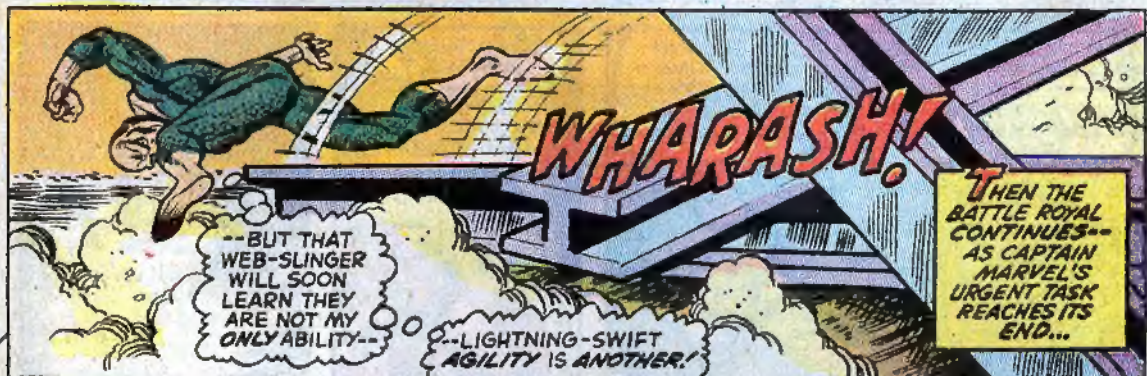
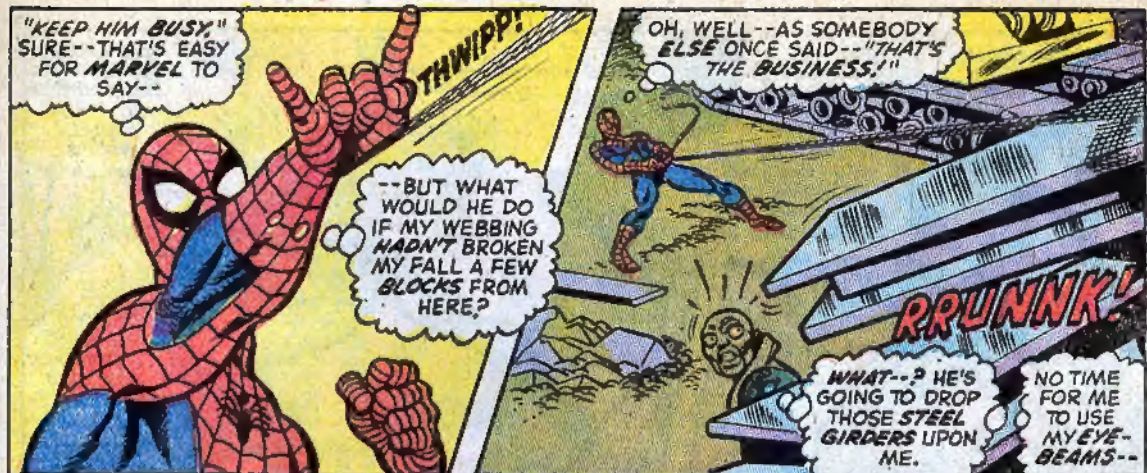


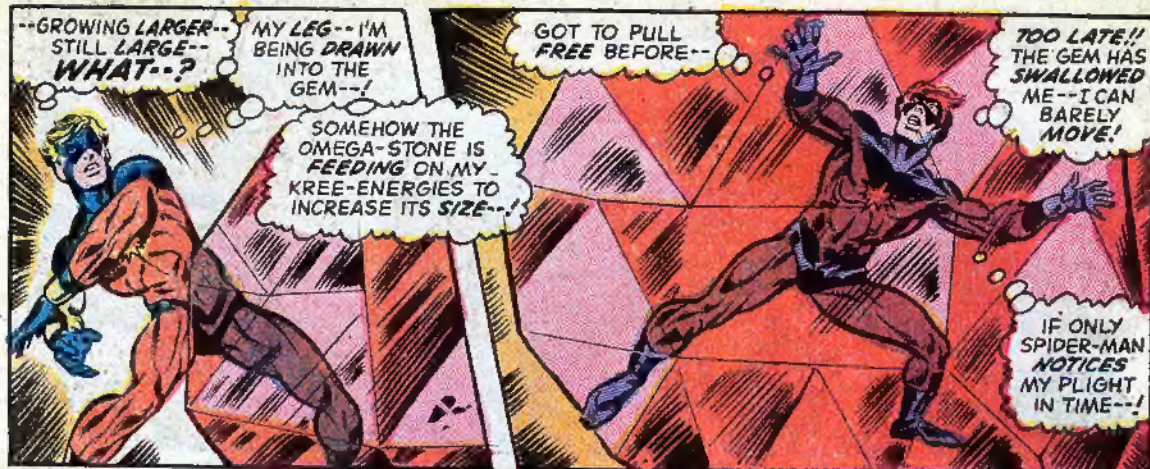
I'LL KILL YOU FOR THAT!

THAT'S IT, SPIDER-MAN-- KEEP HIM BUSY!

IT WILL TAKE ME ONLY A FEW MORE SECONDS TO UNCOVER THE OMEGA-STONE.







--GROWING LARGER--
STILL LARGE--
WHAT--?

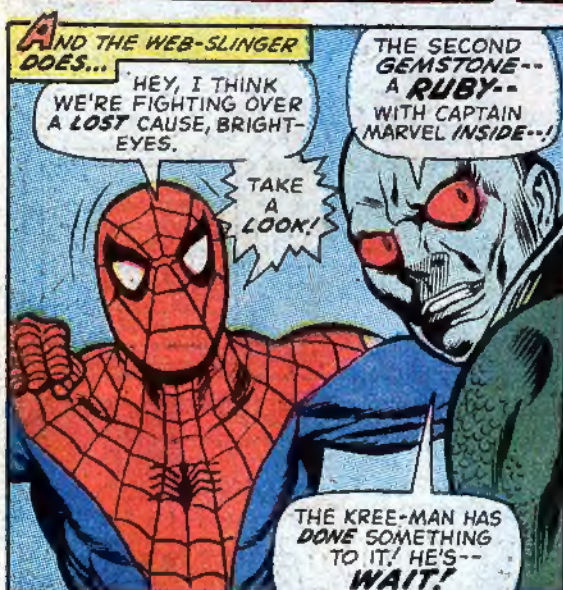
MY LEG-- I'M
BEING DRAWN
INTO THE
GEM--!

SOMEHOW THE
OMEGA-STONE IS
FEEDING ON MY
KREE-ENERGIES TO
INCREASE ITS SIZE--

GOT TO PULL
FREE BEFORE--

TOO LATE!!
THE GEM HAS
SWALLOWED
ME-- I CAN
BARELY
MOVE!

IF ONLY
SPIDER-MAN
NOTICES
MY PLIGHT
IN TIME--!



**AND THE WEB-SLINGER
DOES...**

HEY, I THINK
WE'RE FIGHTING OVER
A LOST CAUSE, BRIGHT-
EYES.

TAKE
A
LOOK!

THE SECOND
GEMSTONE--
A **RUBY**--
WITH CAPTAIN
MARVEL INSIDE--!

THE KREE-MAN HAS
DONE SOMETHING
TO IT! HE'S--
WAIT!

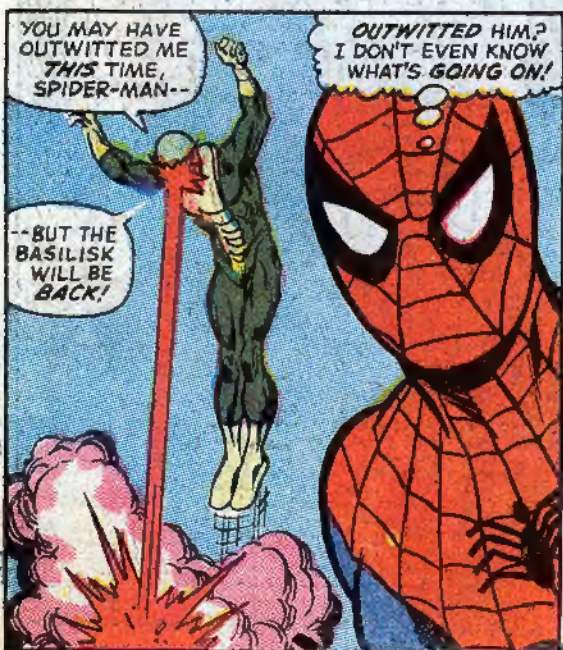


SOMETHING'S
WRONG!

THE GEM'S
SHIMMERING--
GLOWING--



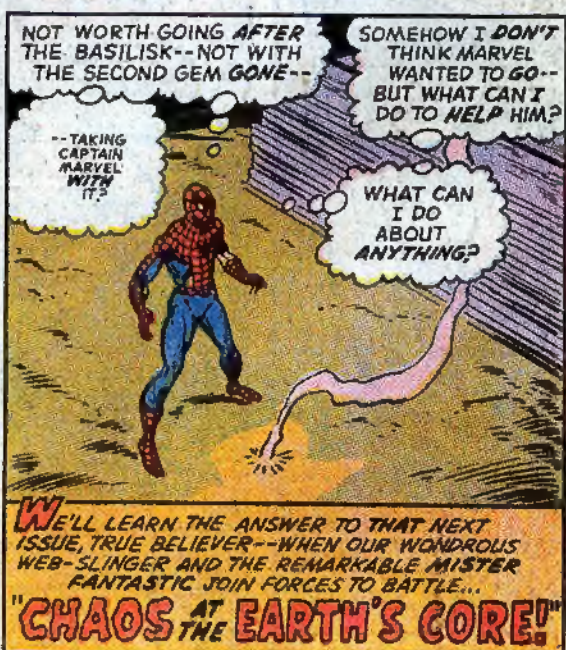
"GONE!!"



YOU MAY HAVE
OUTWITTED ME
THIS TIME,
SPIDER-MAN--

--BUT THE
BASILISK
WILL BE
BACK!

OUTWITTED HIM?
I DON'T EVEN KNOW
WHAT'S GOING ON!



NOT WORTH GOING AFTER
THE BASILISK--NOT WITH
THE SECOND GEM GONE--

--TAKING
CAPTAIN
MARVEL
WITH
IT?

SOMEHOW I DON'T
THINK MARVEL
WANTED TO GO--
BUT WHAT CAN I
DO TO HELP HIM?

WHAT CAN
I DO
ABOUT
ANYTHING?

WE'LL LEARN THE ANSWER TO THAT NEXT
ISSUE, TRUE BELIEVER--WHEN OUR WONDROUS
WEB-SLINGER AND THE REMARKABLE MISTER
FANTASTIC JOIN FORCES TO BATTLE...

"CHAOS AT THE EARTH'S CORE!"